

RECORDATION NO. 11879-1425

JUN 9 1980

STEPTOE & JOHNSON

INTERSTATE COMMERCE COMMISSION 1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

CHERYL A. SKIGIN

(202) 862-2053

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JUN 9 1980 45 AM

INTERSTATE COMMERCE COMMISSION

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June 9, 1980

INTERSTATE COMMERCE COMMISSION

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Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Room 2215 - Office of the Secretary  
Washington, DC 20423

No.

0-161A104

Date JUN 9 1980

Fee \$ 270.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are several copies of the following documents:

1. Lease Agreement dated as of January 16, 1980, between Brae Corporation and The Iowa Terminal Railroad;

2. Lease Agreement dated as of July 13, 1979 between Brae Corporation and Columbia & Cowlitz Railway Company;

3. Lease Agreement dated as of March 8, 1978 between Brae Corporation and Port of Tillamook Bay Railroad;

4. Amendment Agreement No. 1 (to the Lease Agreement dated as of March 8, 1978) between Brae Corporation and Port of Tillamook Bay Railroad dated March 31, 1980

5. Supplement No. 2 (to the Lease Agreement dated as of July 13, 1979) between Brae Corporation and Columbia & Cowlitz Railway Company dated as of June 2, 1980;

6. Assignment of Lease and Agreement dated as of June 9, 1980 between Brae Corporation and The Connecticut Bank and Trust Company of the Lease Agreement dated as of March 8, 1978 between Brae Corporation and Port of Tillamook Bay Railroad;

7. Assignment of Lease and Agreement dated as of June 9, 1980 between Brae Corporation and The Connecticut Bank and Trust Company of the Lease Agreement dated as of January 16, 1980, between Brae Corporation and The Iowa Terminal Railroad;

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8. Assignment of Lease and Agreement dated as of June 9, 1980 between Brae Corporation and The Connecticut Bank and Trust Company of the Lease Agreement dated as of July 13, 1979 between Brae Corporation and Columbia & Cowlitz Railway Company; and,
9. The Equipment Trust Agreement dated as of May 1, 1980 between Brae Corporation and The Connecticut Bank and Trust Company; and,

Please file and record the documents previously enumerated under the names of the parties set forth below.

The equipment which is subject to these agreements is described in Schedule A attached hereto.

The names and addresses of the parties to the transactions evidenced by the foregoing documents are as follows:

- ✓ 1. Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111  
  
Lessee: The Iowa Terminal Railroad  
Post Office Box 450  
Mason City, IA
- ✓ 2. Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111  
  
Lessee: Columbia & Cowlitz Railway  
Company  
Post Office Box 288  
Longview, WA 98632
- ✓ 3. Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111  
  
Lessee: Port of Tillamook Bay Railroad  
Tillamook, OR 97141
- ✓ 4. Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111  
  
Lessee: Port of Tillamook Bay Railroad  
Tillamook, OR 97141
- ✓ 5. Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111  
  
Lessee: Columbia & Cowlitz Railway  
Company  
Post Office Box 188  
Longview, WA 98632

- ✓6. Assignor/Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111
- Trustee: The Connecticut Bank and  
Trust Company  
One Constitution Plaza  
Hartford, CT
- Assignee: Port of Tillamook Bay Rail-  
road  
Tillamook, OR 97141
- ✓7. Assignor/Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111
- Trustee: The Connecticut Bank and  
Trust Company  
One Constitution Plaza  
Hartford, CT
- Assignee: The Iowa Terminal Railroad  
Company  
Post Office Box 450  
Mason City, IA
- ✓8. Assignor/Lessor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111
- Trustee: The Connecticut Bank and  
Trust Company  
One Constitution Plaza  
Hartford, CT
- Assignee: Columbia & Cowlitz Railroad  
Company  
Post Office Box 450  
Mason City, IA
9. Lessee/Guarantor: Brae Corporation  
Three Embarcadero Center  
San Francisco, CA 94111
- Trustee/Lessor: The Connecticut Bank and  
Trust Company  
One Constitution Plaza  
Hartford, CT

Additionally, it is requested that documents numbered one through five be cross-indexed under the name of the Trustee, The Connecticut Bank and Trust Company. Check numbered 12384 from Heller, Ehrman, White & McAuliffe in the amount of \$120.00 and check numbered 44345 from Steptoe & Johnson in the amount of \$150.00 are enclosed to cover the filing fee (\$220.00) and cross-indexing fee (\$50.00).

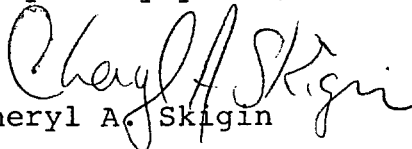
Ms. Mergenovich

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June 9, 1980

Please return to the person presenting this letter your acknowledgement, fee receipt, the enclosed copies of this letter and any copies of the documents not required for recordation, all stamped to indicate appropriate filing information.

Very truly yours,

  
Cheryl A. Skigin

mbm

Enclosures

[to ICC transmittal letter]

SCHEDULE A

SCHEDULE OF RAILCARS

| <u>No. of<br/>Units</u> | <u>Description</u>         | <u>AAR<br/>Designation</u> | <u>Identification<br/>Numbers<br/>(both inclusive)</u> | <u>Lessee</u>                               | <u>Date of<br/>Lease</u>   | <u>Term of<br/>Lease</u> |
|-------------------------|----------------------------|----------------------------|--|---|--|--------------------------|
| 75                      | 50'6" 70-Ton<br>Boxcars    | XM                         | POTB 151<br>through<br>POTB 225                        | Port of<br>Tillamook<br>Bay<br>Railroad     | March 8,<br>1978<br>Amend-<br>ment<br>Agree-<br>ment<br>No. 1<br>dated<br>as of<br>March 31,<br>1980 | 15 years                 |
| 25                      | 50'6" 70-Ton<br>Boxcars    | XM                         | IAT 1000<br>through<br>IAT 1024                        | Iowa<br>Terminal<br>Railroad                | January<br>16, 1980  | 15 years                 |
| 50                      | 100-Ton Wood-<br>chip Cars | GTS                        | CLC 5001<br>through<br>CLC 5050                        | Columbia<br>& Cowlitz<br>Railway<br>Company | July 13,<br>1979   | 15 years                 |

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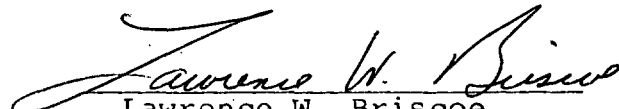
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NUMBER TWO dated as of June 2, 1980 to the Lease Agreement dated as of July 13, 1979 and the related Substitution Agreements by and between Brae Corporation, as Lessor, and Columbia & Cowlitz Railway Company, as Lessee (the "Lease Agreement").

Equipment Schedule No. 9 attached hereto supplements Equipment Schedule No. 9 attached to the Lease Agreement which relates to 50 chip cars numbered CLC 5001 through CLC 5050 (both inclusive).

IN WITNESS WHEREOF, Brae Corporation has caused this Supplement Number Two to be executed and delivered by its proper and duly authorized representative as of June 2, 1980.

BRAE CORPORATION

  
Lawrence W. Briscoe  
Vice President - Finance

## EQUIPMENT SCHEDULE No. 9

BRAE CORPORATION hereby leases the following Cars to COLUMBIA & COWLITZ RAILWAY COMPANY pursuant to that certain Lease Agreement dated as of July 13, 1979.

| A.A.R.<br>Mech.<br>Design | Description                  | Numbers                                       | Dimensions |                 |        | Doors<br>Width | No.<br>of<br>Cars |
|---------------------------|------------------------------|---|------------|-----------------|--------|----------------|-------------------|
|                           |                              |   | Length     | Inside<br>Width | Height |                |                   |
| GTS                       | Chip Car, 6740<br>cubic feet | CLC 5001<br>through<br>CLC 5050,<br>inclusive |            |                 |        | End<br>Dump    | 50                |

BRAE CORPORATION

BY: TITLE: PresidentDATE: Feb. 8, 1980COLUMBIA & COWLITZ  
RAILWAY COMPANYBY: TITLE: SECRETARYDATE: Feb. 13, 1980

BC-6/78

This Equipment Schedule No. 9, together with Equipment Schedules 5, 6, 7, 8 and 10 are substituted in place of the original Equipment Schedule No. Four attached to the above-mentioned Substitution Agreement.

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)  
) SS:  
)

On this 2nd day of June, 1980, before me personally appeared Lawrence W. Briscoe, to me personally known, who being by me duly sworn says that such person is Vice President - Finance of Brae Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledges that the execution of the foregoing instrument was a free act and deed of such corporation.

Mirella R. Abbo  
Notary Public



[Seal]